

General Growth Properties, Inc.

Form 4

January 03, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *

BROOKFIELD ASSET
MANAGEMENT INC.

2. Issuer Name and Ticker or Trading

Symbol

General Growth Properties, Inc.
[GGP]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

BROOKFIELD PLACE, SUITE 300,
181 BAY ST, P.O. BOX 762

3. Date of Earliest Transaction

(Month/Day/Year)

12/31/2012

☒ Director ☒ 10% Owner
☐ Officer (give title ☒ Other (specify
below) below)

Director by deputization ***

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)☐ Form filed by One Reporting Person☒ Form filed by More than One Reporting
Person

TORONTO, A6 M5J2T3

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V Amount (D) Price | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|--|
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--|---|-------------------------|--------------------|--|------------------------------|------------------|---------------------|--------------------|-----------------|--------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo Num Shar |
| Series A-2 Warrants to Acquire Common Stock ⁽¹⁾ | \$ 9.36 ⁽¹⁾ | 12/31/2012 | P | | 18,432,855 ⁽¹⁾ | | 11/09/2010 | 11/09/2017 | Common Stock | 18, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| BROOKFIELD ASSET MANAGEMENT INC. BROOKFIELD PLACE, SUITE 300, 181 BAY ST P.O. BOX 762 TORONTO, A6 M5J2T3 | X | X | | Director by deputization *** |
| Partners Ltd BROOKFIELD PLACE, SUITE 300, 181 BAY ST P.O.BOX 762 TORONTO, A6 M5J2T3 | X | X | | Director by deputization *** |

Signatures

/s/ Joseph Freedman, Brookfield Asset Management Inc., Senior Managing Partner 01/03/2013

__Signature of Reporting Person

Date

/s/ Brian D. Lawson, Partners Limited, Authorized Signatory 01/03/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Each Warrant entitles the holder to purchase one share of Common Stock at a price, as of the date hereof, of approximately \$9.36 per share, with both the number of shares of Common Stock issuable and the exercise price subject to adjustments as provided in the warrant agreement, dated as of November 9, 2010, by and among Mellon Investor Services LLC, as warrant agent, and the Issuer. The Warrants were acquired by BW Purchaser, LLC, a wholly-owned subsidiary of BAM, from Pershing Square, L.P., Pershing Square II, L.P. and Pershing Square International, Ltd.
 - (2) Common Stock and Warrants held directly by BW Purchaser, LLC. BAM, as the sole member of BW Purchaser, LLC has an indirect pecuniary interest in the Series A-2 Warrants held by BW Purchaser, LLC.

Remarks:

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*** Cyrus Madon, a Senior Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of t

Exhibit List: (1) Exhibit 99.1 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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